

SO ORDERED: July 28, 2022.




Jeffrey J. Graham
United States Bankruptcy Judge

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF INDIANA
INDIANAPOLIS DIVISION**

In re:

AEARO TECHNOLOGIES LLC, *et al.*,¹

Debtors.

)
) Chapter 11
)

) Case No. 22-02890-JJG-11
)

) (Joint Administration Requested)
)

ORDER (I) AUTHORIZING THE DEBTORS TO FILE ONE LIST OF THE TOP LAW FIRMS REPRESENTING THE LARGEST NUMBERS OF TORT PLAINTIFFS ASSERTING CLAIMS AGAINST THE DEBTORS, (II) AUTHORIZING THE DEBTORS TO FILE ONE CONSOLIDATED CREDITOR MATRIX, (III) AUTHORIZING THE LISTING OF ADDRESSES OF COUNSEL FOR TORT CLAIMANTS IN CREDITOR MATRIX IN LIEU OF CLAIMANTS' ADDRESSES, (IV) AUTHORIZING THE DEBTORS TO REDACT PERSONALLY IDENTIFIABLE INFORMATION, (V) APPROVING CERTAIN NOTICE PROCEDURES FOR TORT CLAIMANTS, (VI) APPROVING THE FORM AND MANNER OF NOTICE OF THE COMMENCEMENT OF THESE CHAPTER 11 CASES, AND (VII) GRANTING RELATED RELIEF

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are set forth in the *Debtors' Motion for Entry of an Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief*, filed contemporaneously herewith. The location of the Debtors' service address for the purposes of these chapter 11 cases is: 7911 Zionsville Road, Indianapolis, Indiana 46268.

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (the “Debtors”) for entry of an order (this “Order”), (a) authorizing the Debtors to file a single consolidated Top Counsel List; (b) authorizing the Debtors to file one consolidated Creditor Matrix, (c) authorizing the listing of addresses of counsel for the Tort Claimants in the Creditor Matrix (as defined below) in lieu of the claimants’ addresses; (d) authorizing the Debtors to redact certain personally identifiable information; (e) approving certain notice procedures for the Tort Claimants; (f) approving the form and manner of the Notice of Commencement (as defined below) of these chapter 11 cases and the scheduling of the meeting of creditors under section 341 of the Bankruptcy Code; and (g) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the Standing Order of Reference from the United States District Court for the Southern District of Indiana, dated July 11, 1984; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and this Court having found that the Debtors’ notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and that no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the “Hearing”); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Debtors shall file within five business days of the entry of this Order: (i) one consolidated list containing the top law firms representing plaintiffs asserting Combat Arms Claims against the Debtors as determined by the volume or other related factors of filings; (ii) one consolidated list containing the top law firms representing plaintiffs asserting Respirator Claims against the Debtors as determined by the volume or other related factors of filings; and (iii) a list of the individual holders of the twenty largest unsecured claims against the Debtors other than asserted Combat Arms Claims and asserted Respirator Claims.³

2. The Debtors are authorized to file one consolidated Creditor Matrix.

3. The Debtors are authorized to list the addresses of counsel of record of the Tort Claimants in the Debtors' Creditor Matrix in lieu of listing the individual claimants' addresses.'

4. The Debtors are authorized to redact on the Creditor Matrix, Schedules and Statements, and any other document filed with the Court (a) the home addresses of individuals, and (b) the names, addresses, and other Personal Data of any natural person whose personally identifiable information has been provided to an organization with an establishment in the United Kingdom or a European Economic Area member state. The Debtors shall provide an unredacted version of the Creditor Matrix, Schedules and Statements, and any other filings redacted pursuant to this Order upon request to (x) the Court, the U.S. Trustee, counsel to any official committee appointed in these chapter 11 cases, and (y) to any party in interest upon a request to the Debtors (email is sufficient) or to the Court, that is reasonably related to these chapter 11 cases, subject to

³ The terms Combat Arms Claims and Respirator Claims shall have the meanings given to them in the First Day Declaration.

the restrictions of the CCPA, UK GDPR, and EU GDPR; *provided* that any receiving party shall not transfer or otherwise provide such unredacted document to any person or entity not party to the request. The Debtors shall inform the U.S. Trustee promptly after denying any request for an unredacted document pursuant to this Order. Nothing herein precludes a party in interest's right to file a motion requesting that the Bankruptcy Court unseal the information redacted by this Order.

5. The Debtors are authorized to implement the Claimant Notice Procedures, such that the Debtors will provide (or direct the Court-appointed Claims and Noticing Agent to provide) all notices, mailings, and other communications that are required to be served on all Tort Claimants to the respective counsel of record for such claimants, to the extent available and based upon the information available to the Debtors, in the manner required pursuant to otherwise applicable noticing procedures in effect in these chapter 11 cases.

6. The Notice of Commencement, substantially in the form attached hereto as **Exhibit 1**, is hereby approved.

7. The Debtors are authorized to serve the Notice of Commencement on all parties listed on the Creditor Matrix. Service of the Notice of Commencement shall be deemed adequate and sufficient notice of: (a) the commencement of these chapter 11 cases; and (b) the scheduling of the meeting of creditors under section 341 of the Bankruptcy Code.

8. Notice of the Motion as provided shall be deemed good and sufficient notice of such Motion and the notice requirements of the Bankruptcy Rules and the Local Rules are satisfied by such notice.

9. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

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Exhibit 1

Notice of Commencement

Information to identify the case:Debtor: Aearo Technologies LLC, et al.
NameEIN: N/AUnited States Bankruptcy Court for the: Southern District of Indiana
(State)Case Number: 22-02890-JJG-11Date case filed for chapter 11: July 26, 2022**Official Form 309F1 (For Corporations or Partnerships)****Notice of Chapter 11 Bankruptcy Case**

10/20

For the debtor listed above, a case has been filed under chapter 11 of the Bankruptcy Code. An order for relief has been entered.**This notice has important information about the case for creditors and debtors, including information about the meeting of creditors and deadlines. Read both pages carefully.**

The filing of the case imposed an automatic stay against most collection activities. This means that creditors generally may not take action to collect debts from the debtor or the debtor's property. For example, while the stay is in effect, creditors cannot sue, assert a deficiency, repossess property, or otherwise try to collect from the debtor. Creditors cannot demand repayment from the debtor by mail, phone, or otherwise. Creditors who violate the stay can be required to pay actual and punitive damages and attorney's fees.

Confirmation of a chapter 11 plan may result in a discharge of debt. A creditor who wants to have a particular debt excepted from discharge may be required to file a complaint in the bankruptcy clerk's office within the deadline specified in this notice. (See line 11 below for more information.)

To protect your rights, consult an attorney. All documents filed in the case may be inspected at the bankruptcy clerk's office at the address listed below or through PACER (Public Access to Court Electronic Records at <https://pacer.uscourts.gov>).

The staff of the bankruptcy clerk's office cannot give legal advice.**Do not file this notice with any proof of claim or other filing in the case.****1. Debtor's full name: See chart below.****List of Jointly Administered Cases**

No.	Debtor	Address	Case No.	EIN #
1.	Aearo Technologies LLC	7911 Zionsville Road Indianapolis, IN 46268	<u>22-02890-JJG-11</u>	13-3840356
2.	Aearo Holding LLC	7911 Zionsville Road Indianapolis, IN 46268	<u>22-02893-JJG-11</u>	65-1267302
3.	Aearo Intermediate LLC	7911 Zionsville Road Indianapolis, IN 46268	<u>22-02892-JJG-11</u>	56-2443760
4.	Aearo LLC	7911 Zionsville Road Indianapolis, IN 46268	<u>22-02891-JJG-11</u>	13-3840450
5.	Aearo Mexico Holding Corp.	7911 Zionsville Road Indianapolis, IN 46268	<u>22-02894-JJG-11</u>	26-0727044

For more information, see page 2 ►

6.	Cabot Safety Intermediate LLC	7911 Zionsville Road Indianapolis, IN 46268	<u>22-02895-JJG-11</u>	13-3840449
7.	3M Occupational Safety LLC	3M Center, Bldg. 224-5N- 40 St. Paul, MN 55144	<u>22-02896-JJG-11</u>	11-3838764

2. All other names used in the last 8 years: See Rider 1.

3. Address: See chart above.

4. Debtor's attorney
Name and address

Kirkland & Ellis LLP
Kirkland & Ellis International LLP
Edward O. Sassower, P.C. (*pro hac vice* pending)
Emily Geier (*pro hac vice* pending)
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: edward.sassower@kirkland.com
emily.geier@kirkland.com

- and -

Kirkland & Ellis LLP
Kirkland & Ellis International LLP
Chad J. Husnick, P.C. (*pro hac vice* pending)
Spencer A. Winters (*pro hac vice* pending)
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200
Email: chad.husnick@kirkland.com
spencer.winters@kirkland.com

-and-

Ice Miller LLP
Jeffrey A. Hokanson (Ind. Atty. No. 14579-49)
John C. Cannizzaro (Ohio Atty. No. 85161)
Connor Skelly (Ind. Atty. No. 35365-06) (*pro hac vice* pending)
One American Square, Suite 2900
Indianapolis, IN 46282-0200
Telephone: (317) 236-2100
Facsimile: (317) 236-2219
Email: Jeff.Hokanson@icemiller.com
John.Cannizzaro@icemiller.com
Connor.Skelly@icemiller.com

5. Bankruptcy clerk's office

Documents in this case may be filed at this address. You may inspect all records filed in this case at this office or online at <https://pacer.uscourts.gov>.

United States Courthouse
46 E Ohio St Rm 116
Indianapolis, IN 46204

Hours open
8:30 a.m. to 4:30 p.m. (prevailing Eastern Time)

Contact phone:
317-229-3800

6. Meeting of creditors

[TBD]

Location: [TBD]

The debtor's representative must attend the meeting to be questioned under oath.
Creditors may attend, but are not required to do so.

The meeting may be continued or adjourned to a later date. If so, the date will be on the court docket.

7. Proof of claim deadline**Deadline for filing proof of claim:****General Bar Date:** [TBD]**Governmental Bar Date:** [TBD]

A proof of claim is a signed statement describing a creditor's claim. A proof of claim form may be obtained at www.uscourts.gov or any bankruptcy clerk's office.

Your claim will be allowed in the amount scheduled unless:

- ☐ your claim is designated as *disputed*, *contingent*, or *unliquidated*;
- ☐ you file a proof of claim in a different amount; or
- ☐ you receive another notice.

If your claim is not scheduled or if your claim is designated as *disputed*, *contingent*, or *unliquidated*, you must file a proof of claim or you might not be paid on your claim and you might be unable to vote on a plan. You may file a proof of claim even if your claim is scheduled.

You may review the schedules at the bankruptcy clerk's office or online at <https://pacer.uscourts.gov>.

Secured creditors retain rights in their collateral regardless of whether they file a proof of claim. Filing a proof of claim submits a creditor to the jurisdiction of the bankruptcy court, with consequences a lawyer can explain. For example, a secured creditor who files a proof of claim may surrender important nonmonetary rights, including the right to a jury trial.

8. Exception to discharge deadline

The bankruptcy clerk's office must receive a complaint and any required filing fee by the following deadline.

If § 523(c) applies to your claim and you seek to have it excepted from discharge, you must start a judicial proceeding by filing a complaint by the deadline stated below.

Deadline for filing the complaint: To be Determined**9. Creditors with a foreign address**

If you are a creditor receiving notice mailed to a foreign address, you may file a motion asking the court to extend the deadlines in this notice. Consult an attorney familiar with United States bankruptcy law if you have any questions about your rights in this case.

10. Filing a Chapter 11 bankruptcy case

Chapter 11 allows debtors to reorganize or liquidate according to a plan. A plan is not effective unless the court confirms it. You may receive a copy of the plan and a disclosure statement telling you about the plan, and you may have the opportunity to vote on the plan. You will receive notice of the date of the confirmation hearing, and you may object to confirmation of the plan and attend the confirmation hearing. Unless a trustee is serving, the debtor will remain in possession of the property and may continue to operate its business.

11. Discharge of debts

Confirmation of a chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. See 11 U.S.C. § 1141(d). A discharge means that creditors may never try to collect the debt from the debtor except as provided in the plan. If you want to have a particular debt owed to you excepted from the discharge and § 523(c) applies to your claim, you must start a judicial proceeding by filing a complaint and paying the filing fee in the bankruptcy clerk's office by the deadline.

Rider 1
Other Names Used in the Last 8 Years

Current Entity Name	Former Entity Name
Aearo Technologies LLC	E-A-R Specialty Composites Aearo Company Aearo Technologies
Aearo Holding LLC	N/A
Aearo Intermediate LLC	N/A
Aearo LLC	N/A
Aearo Mexico Holding Corp.	N/A
Cabot Safety Intermediate LLC	N/A
3M Occupational Safety LLC	N/A